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**UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA**

SECURITIES AND EXCHANGE COMMISSION,

Case No. SACV 08-880 JVS (ANx)

Plaintiff,

vs.

ANGEL ACQUISITION CORP. et al.,
Defendants.

**FINAL JUDGMENT AS TO
DEFENDANT MARK T. ELLIS**

1 The Securities and Exchange Commission having filed a Complaint and
2 Defendant Mark T. Ellis (“Defendant”) having entered a general appearance;
3 consented to the Court’s jurisdiction over Defendant and the subject matter of this
4 action; consented to entry of this Final Judgment without admitting or denying the
5 allegations of the Complaint (except as to jurisdiction); waived findings of fact and
6 conclusions of law; and waived any right to appeal from this Final Judgment:

I.

9 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED
10 that Defendant and Defendant's agents, servants, employees, attorneys, and all
11 persons in active concert or participation with them who receive actual notice of
12 this Final Judgment by personal service or otherwise are permanently restrained
13 and enjoined from violating Section 5 of the Securities Act [15 U.S.C. § 77e] by,
14 directly or indirectly, in the absence of any applicable exemption:

- (a) Unless a registration statement is in effect as to a security, making use of any means or instruments of transportation or communication in interstate commerce or of the mails to sell such security through the use or medium of any prospectus or otherwise;
 - (b) Unless a registration statement is in effect as to a security, carrying or causing to be carried through the mails or in interstate commerce, by any means or instruments of transportation, any such security for the purpose of sale or for delivery after sale; or
 - (c) Making use of any means or instruments of transportation or communication in interstate commerce or of the mails to offer to sell or offer to buy through the use or medium of any prospectus or otherwise any security, unless a registration statement has been filed with the Commission as to such security, or while the registration statement is the subject of a refusal order or stop order or (prior to the

1 effective date of the registration statement) any public proceeding or
2 examination under Section 8 of the Securities Act [15 U.S.C. § 77h].
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4 II.

5 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED
6 that Defendant is liable for disgorgement of \$1,042,000, representing profits
7 gained as a result of the conduct alleged in the Complaint, together with
8 prejudgment interest thereon in the amount of \$374,719, for a total of \$1,416,719.
9 Based on Defendant's sworn representations in his Statement of Financial
10 Condition dated October 1, 2008, and other documents and information submitted
11 to the Commission, however, the Court is not ordering Defendant to pay a civil
12 penalty and payment of all disgorgement and pre-judgment interest thereon is
13 waived. The determination not to impose a civil penalty and to waive payment of
14 all disgorgement and pre-judgment interest is contingent upon the accuracy and
15 completeness of Defendant's Statement of Financial Condition. If at any time
16 following the entry of this Final Judgment the Commission obtains information
17 indicating that Defendant's representations to the Commission concerning his
18 assets, income, liabilities, or net worth were fraudulent, misleading, inaccurate, or
19 incomplete in any material respect as of the time such representations were made,
20 the Commission may, at its sole discretion and without prior notice to Defendant,
21 petition the Court for an order requiring Defendant to pay the unpaid portion of the
22 disgorgement, pre-judgment and post-judgment interest thereon, and the maximum
23 civil penalty allowable under the law. In connection with any such petition, the
24 only issue shall be whether the financial information provided by Defendant was
25 fraudulent, misleading, inaccurate, or incomplete in any material respect as of the
26 time such representations were made. In its petition, the Commission may move
27 this Court to consider all available remedies, including, but not limited to, ordering
28 Defendant to pay funds or assets, directing the forfeiture of any assets, or sanctions

for contempt of this Final Judgment. The Commission may also request additional discovery. Defendant may not, by way of defense to such petition: (1) challenge the validity of the Consent or this Final Judgment; (2) contest the allegations in the Complaint filed by the Commission; (3) assert that payment of disgorgement, pre-judgment and post-judgment interest or a civil penalty should not be ordered; (4) contest the amount of disgorgement and pre-judgment and post-judgment interest; (5) contest the imposition of the maximum civil penalty allowable under the law; or (6) assert any defense to liability or remedy, including, but not limited to, any statute of limitations defense.

III.

12 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the
13 Consent is incorporated herein with the same force and effect as if fully set forth
14 herein, and that Defendant shall comply with all of the undertakings and
15 agreements set forth therein.

IV.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that this Court shall retain jurisdiction of this matter for the purposes of enforcing the terms of this Final Judgment.

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There being no just reason for delay, pursuant to Rule 54(b) of the Federal
Rules of Civil Procedure, the Clerk is ordered to enter this Final Judgment
forthwith and without further notice.

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6 Dated: July 6, 2009
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8 Honorable James V. Selna
9 United States District Judge
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